

# FOUNDATIONS PROCEDURES 2016

Issued by: Vice-Principal (Advancement)

Date: 6 May 2016

Last amended: 2 July 2019

Signature:

Name: Mr Tim Dolan

Ms Rosalind Ogilvie

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## 1 Purpose and application

- (1) These procedures are to give effect to the [Foundations Policy 2016](#) (“the **policy**”).
- (2) These procedures apply to the establishment, operation and management of all University foundations.

## 2 Commencement

These procedures commence on 1 June 2016.

## 3 Interpretation

- (1) Words and phrases used in these procedures and not otherwise defined in this document have the meanings they have in the policy.
- (2) In these procedures:

**dean** includes, as appropriate, Executive Dean, Dean or Head of School and Dean of a University school.

**faculty** Includes, as appropriate, faculty or University school.

## 4 Proposal to establish a foundation

- (1) Proposals to establish a foundation must specify:
  - (a) how the proposed foundation will achieve outcomes that cannot be achieved through other existing structures;
  - (b) the aims and objectives of the proposed foundation, including indicators of financial targets and how they will be met;
  - (c) the relationship between the proposed foundation and an organisational unit or units;
  - (d) how the aims and objectives of the proposed foundation are consistent with:

- (i) the fundraising strategy of the University and the relevant organisational unit or units; and
    - (ii) the strategic directions of the University;
  - (e) any required infrastructure and resources, including any allocation of space, and the estimated costs; and
  - (f) anticipated impacts on existing University foundations.
- (2) The formal proposal must then be submitted to:
- (a) the dean of the faculty most closely associated with the aims and objectives of the proposed foundation; or
  - (b) in the case of a non-faculty based foundation, the Deputy Vice-Chancellor in charge of the most closely related portfolio.
- (3) The relevant Dean or Deputy Vice-Chancellor must then review the proposal and may take any advice they consider appropriate in doing so.
- (4) If the relevant Dean or Deputy Vice-Chancellor decides to endorse the proposal, they must:
- (a) obtain any approvals necessary for any required infrastructure;
  - (b) obtain endorsement from the Office of General Counsel for the proposed rules of the foundation; and
  - (c) submit the proposal, the proposed rules and all relevant endorsements to the Vice-Principal (Advancement) for review and endorsement.
- (5) If the Vice-Principal (Advancement) endorses the proposal, the Vice-Principal (Advancement) will then submit it and the proposed rules to the relevant delegate with the recommendation that the foundation be established.

**Note:** See clause 9 of the policy. See also [University of Sydney \(Delegations of Authority – Administrative Units\) Rule 2016](#).

## 5 Model foundation rules

- (1) Foundations must operate in accordance with either:
  - (a) Model Rules (External Council), provided in Schedule One to these procedures; or
  - (b) Model Rules (Internal Council), provided in Schedule Two to these procedures.
- (2) The Model Rules (External Council) must be used for foundations with councils which include members external to the University.
- (3) The Model Rules (Internal Council) must be used for foundations with councils which include only University staff or affiliates.

## NOTES

### Foundations Procedures 2016

Date adopted:	6 May 2016
Date commenced:	1 June 2016
Date amended:	2 July 2019
Administrator:	Vice-Principal (Advancement)
Review date:	6 May 2021
Related documents:	

*Income Tax Assessment Act (Cth)*

*University of Sydney Act 1989 (NSW)*

*Charitable Fundraising Act 1991 (NSW)*

*Charitable Fundraising Regulations 2008 (NSW)*

*University of Sydney (Delegations of Authority – Administrative Functions) Rule 2016*

*Code of Conduct – Staff and Affiliates*

*Foundations Policy 2015*

*Gift Acceptance Policy*

*Workplace Health and Safety Policy*

*External Interests Policy*

*Gift Acceptance Procedures*

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## AMENDMENT HISTORY

Provision	Amendment	Commencing
4(5); related documents; Schedule 1	Updating references to <i>University of Sydney (Delegations of Authority – Administrative Functions) Rule 2016</i>	1 June 2017

<b>Provision</b>	<b>Amendment</b>	<b>Commencing</b>
4(2)(a); 493); 4(4)	Amendments relating to organisational design change	1 June 2017
Schedule 1	Renumbering of clauses; previously two number 3.	1 June 2017
5	Clause deleted and replaced	2 July 2019
Schedule 1	Administrative corrections only	2 July 2019
Schedule 2	New schedule added	2 July 2019

## SCHEDULE ONE – MODEL FOUNDATION RULES (EXTERNAL COUNCIL)

### 1 Interpretation

In these rules:

<b>Act</b>	means the <a href="#"><i>University of Sydney Act 1989 (as amended)</i></a>
<b>Administrative Delegations</b>	means the <a href="#"><i>University of Sydney (Delegations of Authority – Administrative Functions) Rule 2016</i></a> as amended or replaced from time to time.
<b>CFO</b>	means the Chief Financial Officer of the University.
<b>delegate</b>	means a person with appropriate delegated authority under the <a href="#"><i>University of Sydney (Delegations of Authority- Administrative Functions) Rule 2016</i></a> , or any replacement document.
<b>foundation office</b>	means the principal office maintained by the University Officer (Foundations) from time to time.
<b>FSU</b>	means the Financial Services Unit of the University.
<b>Group Secretary</b>	means the Group Secretary of the University.
<b>members</b>	means members of the foundation, as admitted in accordance with these rules.
<b>observer</b>	means a person appointed to that position by the relevant University Officer (Foundations) in accordance with these rules.
<b>resources</b>	means property or benefits, including but not limited to money, land, goods, services and other rights or benefits.
<b>University Officer (Foundations)</b>	means an officer appointed by the University with responsibility for discharging the duties set out in clause 8 of these rules, and any relevant University policy or procedures.

### 2 Name of the foundation

The name of the foundation is **[insert]**.

### 3 Objects of the foundation

- (1) The objects of the foundation are to:
- (a) increase the resources of the University, by fundraising or otherwise securing gifts, grants, the provision of services or other non-financial contributions; and
  - (b) assist the Senate and Vice-Chancellor in promoting the object of the University in relation to research, education and scholarship in the field of

[describe field of research or learning and teaching or other] through the [named organisational unit] of the University.

- (2) The foundation is authorised, for the purposes of and consistently with its objects, to:
  - (a) seek to acquire resources by gift, bequest or devise to the University, subject to prior written approval of each acquisition, in accordance with the [Administrative Delegations](#), and relevant University policies and procedures;
  - (b) encourage philanthropy and other charitable activity in support of its objects;
  - (c) recommend to the University Officer (Foundations) purposes for which it may seek to acquire resources;
  - (d) arrange sponsorships and or partnerships with external organisations provided that that approval is given in accordance with the [Administrative Delegations](#);
  - (e) provide advice to the [relevant organisational unit] about the application of any resources;
  - (f) provide opportunities for admitting members to the foundation and members' participation in its activities, in accordance with these rules; and
  - (g) arrange or conduct activities, such as lectures, seminars, conferences, publications or other activities, consistent with the object of the University and subject to the approval of the University Officer (Foundations).

#### 4 Compliance

- (1) The foundation, and its council members, must comply with all applicable legislative and regulatory requirements, including:
  - (a) the [Act](#);
  - (b) the [Charitable Fundraising Act 1991 \(NSW\)](#);
  - (c) University By-Laws and Rules; and
  - (d) University policies and procedures.
- (2) The foundation must not engage in commercial activities as defined by the Act and the University's [Guidelines Concerning Commercial Activities](#).
- (3) The foundation must not engage in any activity, or otherwise conduct its affairs in any way which will, or may, endanger:
  - (a) the tax deductible status of gifts to the University; or
  - (b) the income tax exempt status of the University; or
  - (c) any other exemption or concessional treatment in relation to federal or state taxation.

#### 5 Termination of the foundation

- (1) The relevant delegate may terminate a foundation:
  - (a) of its own motion;
  - (b) on request of the council of the foundation; or

- (c) on recommendation of the University Officer (Foundations).
- (2) If the foundation is terminated, the relevant delegate will ensure that assets held in relation to it are applied, as far as practicable, for purposes that reflect the foundation's objects and consistently with the terms of applicable grants, gifts and bequests.

## **6 Foundation council**

- (1) The foundation must have a council consisting of at least six but no more than 18 members.
- (2) The council is responsible for advising the University Officer (Foundations) about:
  - (a) the performance of the foundation in achieving its objectives;
  - (b) the operation and management of the foundation's activities and resources;
  - (c) strategies for ensuring the financial viability and sustainability of the foundation;
  - (d) foundation budgets (in collaboration with the FSU); and
  - (e) the identification and management of actual or contingent risks associated with its activities, including risks of:
    - (i) adverse financial loss or consequences;
    - (ii) legal liability, including in relation to occupational health and safety and discrimination;
    - (iii) damage to the University's reputation;
    - (iv) impairment of the University's ability to perform its functions; and
    - (v) real or apparent maladministration, corruption or lack of probity.
- (3) Members of the council should be selected on the basis of their capacity to contribute to the effective working of the foundation in meeting its objectives,
- (4) Unless the relevant delegate otherwise agrees:
  - (a) at least half the members of the council must not be University employees, agents or contractors or former University employees, agents or contractors where less than three (3) years have passed since ceasing employment or engagement with the University; and
  - (b) a majority of the members of the council must be independent of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their judgement in the interests of the University.
- (5) The council must include:
  - (a) the University Officer (Foundations) and the Vice-Principal (Advancement), or their respective representatives, as ex-officio members;
  - (b) all office bearers of the foundation, as ex-officio members; and
  - (c) members co-opted by the council or elected by the members of the foundation.
- (6) Members of council, other than ex-officio members, may hold office for a maximum of three terms of three years each. After holding office for the maximum time a council member will cease to hold office and will only be eligible for re-appointment

- or re-election with the approval of the Vice-Principal (Advancement) on the recommendation of the University Officer (Foundations).
- (7) Ex-officio members of the council will continue as ex-officio members while they hold the office or appointment on which their membership is based.
  - (8) The University Officer (Foundations) and the Vice-Principal (Advancement) may attend council meetings in person and are entitled to vote. They may also each appoint a representative who may attend on their behalf and may vote.
  - (9) The Chancellor and the Vice-Chancellor must be sent notice of all meetings of the council.
    - (a) They are each entitled to attend any meeting of the council, but may not vote.
    - (b) They may each appoint a representative to attend on their behalf, who also may not vote.
  - (10) The Group Secretary must be sent notice of any council meeting, and provided with the same accompanying documents as council members.
    - (a) The Group Secretary is entitled to attend any meeting of the council, but may not vote.
    - (b) The Group Secretary may appoint a representative to attend on his or her behalf, who also may not vote.
  - (11) The University Officer (Foundations) may invite an observer to attend council meetings.
    - (a) An observer must be sent notice of any council meeting, and provided with the same accompanying documents as the council members.
    - (b) An observer is entitled to any meeting but may not vote.
    - (c) An observer may appoint a representative to attend on his or her behalf, who also may not vote.
  - (12) The Vice-Chancellor may remove a member of the council at any time.
    - (a) The Vice-Chancellor must inform the member =of the reasons for the removal, but is not required = to publish the reasons.
  - (13) The council may meet and conduct business even if there are one or more vacancies on the council.
  - (14) The council may establish one or more sub-committees, or consultative or advisory committees.
    - (a) Such committees must include at least one council member, but otherwise may include non-council members.
    - (b) The council must determine the name, terms of reference and procedures of any such committee or sub-committee.
  - (15) The council may determine a nomination process for the identification, review and recommendation of new council members. This may be conducted by the council as a whole or by a nomination sub-committee, established in accordance with clause 14.
  - (16) The Vice Chancellor will take note of, but is not bound by, any resolution of the council.
  - (17) Council members must not be remunerated for serving in that capacity.



- (a) A council member may be reimbursed for any reasonable expenses he or she incurs, with the prior consent in writing of the University Officer (Foundations).

## **7 Council meetings**

### **(1) Convening council meetings**

- (a) The council must convene an annual meeting of councillors by a date prescribed by the Vice-Principal (Advancement).
- (b) The council must convene an annual budget meeting on or before a date prescribed by the CFO. At that meeting the council must present the draft budget for the next financial year, prepared in collaboration with the FSU.
- (c) The council may convene other meetings at any time, and must do so in response to a written request from:
  - (i) the Vice-Principal (Advancement); or
  - (ii) at least five council members.
- (d) A council meeting may be held at two or more venues simultaneously using any technology that provides all council members attending a reasonable opportunity to participate.
- (e) The Chair may postpone or cancel any meeting at any time prior to the day of the meeting, but must give notice to all council members.
  - (i) Such a postponement must not exceed 60 days after the meeting date stated in the original notice.
- (f) Notice of a council meeting must be issued to all council members at least 14 clear days before the meeting date and must contain:
  - (i) the time and place of the meeting; and
  - (ii) a description of the general nature of the business to be transacted.
- (g) A resolution of the council will not be invalid because a councillor was not given, or did not receive, notice of the meeting at which the resolution is made.

### **(2) Quorum**

- (a) No business may be transacted at a council meeting unless a quorum is present throughout the meeting.
- (b) A quorum consists of at least four council members of whom at least one is either:
  - (i) the University Officer (Foundations);
  - (ii) the Vice-Principal (Advancement); or
  - (iii) the representative of either of the above.
- (c) None of following may be counted for the purposes of calculating quorum:
  - (i) the Chancellor;
  - (ii) Vice-Chancellor;
  - (iii) Group Secretary;
  - (iv) observer; or

- (v) the representative of any of the above.
- (d) If a quorum is not present at a meeting within 30 minutes after the time nominated in the notice of meeting, the meeting must be dissolved.

**(3) Chairperson**

- (a) The University Officer (Foundations) may appoint a member of the council to act as chairperson of the council. That person is entitled to chair all meetings of the council.
- (b) In the absence of the appointed chairperson at a given meeting, those present and entitled to vote will elect a chairperson for the meeting.
- (c) Except as provided in these rules the manner in which a council meeting is conducted will be determined by the chairperson of the meeting.
- (d) If there is a dispute at a council meeting about a question of procedure, the chairperson of the meeting may determine the question. No vote may be taken by councillors on any such determination.

**(4) Decision making**

- (a) A resolution is carried if a majority of the votes cast are in favour of the resolution.
- (b) Voting is to be conducted by a show of hands unless a poll is directed by the chairperson of the meeting.
- (c) Every council member has one vote on a show of hands and on a poll.
- (d) The chairperson of the meeting does not have a casting vote.
- (e) The chairperson of the meeting may determine any dispute about the admission or rejection of a vote, and such determination will be final and conclusive.

**(5) Circular resolutions**

- (a) The council may pass a resolution by written circular, without a formal meeting, if:
  - (i) the circular resolution document is sent to all council members who are entitled to vote; and
  - (ii) a majority of council members entitled to vote on the resolution sign the document containing a statement that they are in favour of the resolution set out in it.
- (b) The resolution is passed when the last councillor entitled to vote on it, and sufficient to constitute a majority, signs.
- (c) Separate copies of a document may be used for signing by council members provided that the wording of the resolution and statement is identical in each copy.
- (d) Any document referred to in this clause may be in the form of a facsimile transmission or electronic notification, including email.

**8 Office bearers**

- (1) The foundation will have such office bearers who exercise such functions as the council, in consultation with the University Officer (Foundations), determines.

- (2) The council will determine whether office bearers other than the chairperson are elected by the members of the foundation in general meeting or appointed by council.
- (3) An office bearer may hold office for a maximum of three terms of three years each. After holding office for the maximum time an officer bearer will cease to hold office and will only be eligible for re-appointment or re-election with the approval of the Vice-Principal (Advancement) on the recommendation of the University Officer (Foundations).
- (4) The council may appoint a director of the foundation. The appointment, role, responsibility and remuneration of any such director must first be approved by the Vice-Principal (Advancement)

## 9 University Officer (Foundations)

The University Officer (Foundations) is responsible for:

- (a) exercising delegated authority in accordance with the [Administrative Delegations](#);
- (b) ensuring that the foundation's conduct is consistent with the University's policies and procedures, including the use of approved University systems;
- (c) ensuring that any agreement or representation of purpose specified in relation to each fundraising activity is fully complied with;
- (d) appointing or engaging persons or entities to assist the foundation in its operations, in consultation with the council;
- (e) ensuring that all funds raised by or through the foundation and monetary gifts are deposited promptly to the credit of the University's bank accounts, as directed by the CFO;
- (f) working with the FSU to have the foundation's accounts prepared and made out as at the end of the financial year of the University preceding the next annual general meeting of the foundation.

## 10 Financial and reporting obligations

- (1) Prior approval, obtained consistently with the [Administrative Delegations](#) and any applicable University policy, is required for any proposed fundraising activity to be conducted by or through the foundation which would or might:
  - (a) create legally binding obligations on the University in relation to the application of the monies raised; or
  - (b) constitute a "fundraising appeal" within the meaning of the [Charitable Fundraising Act 1991 \(NSW\)](#).
- (2) All gifts and bequests made to or through the foundation constitute funds or assets of the University.
  - (a) Prior approval, obtained consistently with the [Administrative Delegations](#) and any applicable University policy, is required:
    - (i) to accept gifts and bequests; and
    - (ii) to carry out any condition attached to them.

- (b) The University will seek to ensure that gifts are applied in a manner which reflects the wishes of the donor as completely as possible.
- (3) The financial year of the foundation is the same as the financial year of the University.
- (4) The council must provide the University with a record of its sponsorship or partnership activity, in the manner requested by the University from time to time.
- (5) The council is responsible for working with the FSU to ensure that a budget for each ensuing financial year is prepared consistently with the requirements of the CFO.
- (6) The council is responsible for working with FSU to ensure that annual financial statements for the foundation for the financial year most recently completed are:
  - (a) noted by the Council; and
  - (b) provided to the CFO for submission to the Vice-Chancellor within three months of the end of financial year.
- (7) The council is responsible for ensuring that the annual report for the foundation for the financial year most recently completed:
  - (a) describes:
    - (i) the foundation's strategy for achieving its objectives;
    - (ii) progress in achieving its objectives; and
    - (iii) financial performance
  - (b) is approved by the council; and
  - (c) is provided to the CFO in the required format for submission to the Senate within three months of the end of financial year.
- (8) The annual financial statements of the foundation must be furnished to all members not less than 21 days before the date of the next annual general meeting at which they are due to be presented. The council is responsible for ensuring that the foundation meets all costs of conducting and maintaining its operations without drawing on, depending on or committing other University income or capital resources, except as approved in writing in advance by the University Officer (Foundations) or the Vice-Principal (Advancement).
- (9) The council must co-operate with any review or audit of the foundation's activities undertaken by or on behalf of the University.

## **11 Membership**

- (1) The council may admit persons or bodies as members of the foundation.
  - (a) In doing so, the council must determine the conditions of membership and the circumstances in which membership ceases.
  - (b) Such conditions may relate to, but are not limited to:
    - (i) admission criteria;
    - (ii) financial contribution; and
    - (iii) participation in foundation activities, including meetings.
- (2) Membership of the foundation confers no personal legally enforceable right, benefit or entitlement on any member.

- (3) The University Officer (Foundations) is responsible for ensuring that a register of members of the foundation is maintained which states, for each member:
  - (a) name and address (as notified by the member from time to time);
  - (b) class of membership (if applicable); and
  - (c) the date on which the member became, or ceased to be, a member.
- (4) A member which is a corporation, partnership, association or other entity may, by written notice to the council, nominate a person as its representative for purposes of:
  - (a) voting in general meetings of members; and or
  - (b) availability for election or co-option as a member, of the council.

## **12 General meetings of members**

### **(1) Convening general meetings**

- (a) The council must convene an annual general meeting of members of the foundation, to be held on or before a date prescribed from time to time by the Vice-Principal (Advancement).
- (b) At the annual general meeting the council must present the foundation's:
  - (i) annual report; and
  - (ii) consolidated financial statements (prepared in collaboration with the FSU).
- (c) The business of an annual general meeting must include the election of councillors of the foundation.
- (d) The council may convene a general meeting of members at any time, and must do so in response to a written request from:
  - (i) the Vice-Principal (Advancement); or
  - (ii) at least five members.
- (e) A general meeting may be held at two or more venues simultaneously using any technology that gives the members as a whole a reasonable opportunity to participate.
- (f) The Council may postpone or cancel a general meeting at any time prior to the day of the meeting, but must give notice to all members.
  - (i) Such a postponement must not exceed 60 days after the meeting date stated in the original notice of general meeting.
- (g) A notice of a general meeting must be issued to all members at least 14 clear days before the meeting and must contain:
  - (i) the time and place of the meeting; and
  - (ii) a description of the general nature of the business to be transacted.
- (h) A resolution of the foundation will not be invalid because a member was not given, or did not receive, notice of a meeting at which that resolution is made.

**(2) Quorum**

- (a) No business may be transacted at a general meeting unless a quorum of members is present throughout the meeting.
- (b) A quorum consists of at least six members, of whom at least one is either:
  - (i) the University Officer (Foundations);
  - (ii) the Vice-Principal (Advancement); or
  - (iii) the representative of either of the above.
- (c) None of the following may be counted for the purposes of calculating quorum:
  - (i) the Chancellor;
  - (ii) the Vice-Chancellor;
  - (iii) Group Secretary;
  - (iv) observer; or
  - (v) the representative of any of the above.
- (d) If a quorum is not present at a meeting within 30 minutes after the time nominated in the notice of meeting, the meeting must be dissolved.

**(3) Chairperson**

- (a) The chairperson of the council is entitled to chair meetings of members. In the absence of the chairperson, those present and entitled to vote will elect a chairperson for that meeting.
- (b) Except as provided in these rules, the manner in which an annual general meeting is conducted will be determined by the chairperson of the meeting. This includes, where applicable, the procedure for electing members of the council.
- (c) If there is a dispute at a general meeting about a question of procedure, the chairperson of the meeting may determine the question. No vote may be taken by the members on any such determination.

**(4) Adjournment of general meeting**

- (a) The chairperson may adjourn a quorate meeting at his or her discretion.
- (b) The chairperson must adjourn a quorate meeting if directed to do so by resolution of those members present and eligible to vote.
- (c) Any adjournment must not exceed a period of 30 days.

**(5) Decision making at general meetings**

- (a) A resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) The council will take note of, but is not bound by, any resolution of members.
- (c) A resolution put to the vote of a meeting must be decided on a show of hands unless a poll is directed by the chairperson.
- (d) The chairperson may determine any dispute about the admission or rejection of a vote, and such determination will be final and conclusive.
- (e) Every member has one vote on a show of hands and on a poll.
- (f) The chairperson does not have a casting vote.

**(6) Votes by proxy**

- (a) A member may appoint a proxy to attend and vote at a general meeting on that member's behalf. The proxy need not be member.
- (b) A proxy may vote or abstain as he or she chooses, except that the proxy must vote or abstain in accordance with any instructions on the appointment document.
- (c) Subject to this subclause, a member appointing a proxy must provide a written appointment of proxy to the foundation's office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
  - (i) The notice of meeting or adjourned meeting may provide for the provision of appointments of proxy less than 48 hours before the meeting, and appointments provided within the specified time will be accepted.
- (d) If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be deposited at the foundation office.
- (e) An appointment of a proxy or attorney is taken to have been received if it is received at the foundation's physical office, facsimile number or email address and is authenticated in a manner specified for that purpose in the notice of meeting.
- (f) A vote cast in accordance with an appointment of proxy or power of attorney is valid unless any written notification of the death, mental incapacity or revocation of the appointer was received at the foundation office before the relevant meeting or adjourned meeting.
- (g) A proxy's appointment is valid at an adjourned meeting.

**13 Notices**

- (1) A notice is deemed to be duly served as follows:
  - (a) on personal delivery;
  - (b) on the third calendar day after posting to the relevant address; or
  - (c) if sent by email, on the first to occur of:
    - (i) when the sender receives an automated message confirming delivery; or;
    - (ii) four hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender received an automated message the email has not been delivered.
- (2) Notices to members will be sent to the address recorded in the foundation's register of members.
- (3) Any signature on a notice may be written, typed or printed.
- (4) A notice that is sent by email must state the first and last name of the sender.

## SCHEDULE TWO – MODEL FOUNDATION RULES (INTERNAL COUNCIL)

### 1 Interpretation

In these rules:

<b>Act</b>	means the <a href="#">University of Sydney Act 1989 (as amended)</a>
<b>Administrative Delegations</b>	means the <a href="#">University of Sydney (Delegations of Authority – Administrative Functions) Rule 2016</a> as amended or replaced from time to time.
<b>CFO</b>	means the Chief Financial Officer of the University
<b>Dean</b>	includes, as appropriate, Executive Dean, Dean or Head of School and Dean of a University school.
<b>delegate</b>	means a person with appropriate delegated authority under the <a href="#">University of Sydney (Delegations of Authority- Administrative Functions) Rule 2016</a> , or any replacement document.
<b>Faculty</b>	Includes, as appropriate, a faculty or a University school.
<b>foundation office</b>	means the principal office maintained by the University Officer (Foundations) from time to time
<b>FSU</b>	means the Financial Services Unit of the University
<b>Group Secretary</b>	means the Group Secretary of the University
<b>Observer</b>	means a person appointed to that position by the relevant University Officer (Foundations) in accordance with these rules
<b>Resources</b>	means property or benefits, including but not limited to money, land, goods, services and other rights or benefits
<b>University Officer (Foundations)</b>	means an officer appointed by the University with responsibility for discharging the duties set out in clause 8 of these rules, and any relevant University policy or procedures.

### 2 Name of the foundation

The name of the foundation is **[insert]**.

### 3 Objects of the foundation

- (1) The objects of the foundation are to:
  - (a) increase the resources of the University, by fundraising or otherwise securing gifts, grants, the provision of services or other non-financial contributions; and



- (b) assist the Senate and Vice-Chancellor in promoting the object of the University in relation to research, education and scholarship in the field of [describe field of research or learning and teaching or other] through the [named organisational unit] of the University.
- (2) The foundation is authorised, for the purposes of and consistently with its objects, to:
- (a) seek to acquire resources by gift, bequest or devise to the University, subject to prior written approval of each acquisition, in accordance with the [Administrative Delegations](#), and relevant University policies and procedures;
  - (b) encourage philanthropy and other charitable activity in support of its objects;
  - (c) recommend to the University Officer (Foundations) purposes for which it may seek to acquire resources;
  - (d) arrange sponsorships and or partnerships with external organisations provided that that approval is given in accordance with the [Administrative Delegations](#);
  - (e) provide advice to the [relevant organisational unit] about the application of any resources;
  - (f) arrange or conduct activities, such as lectures, seminars, conferences, publications or other activities, consistent with the object of the University and subject to the approval of the University Officer (Foundations).

#### **4 Compliance**

- (1) The foundation, and its council members, must comply with all applicable legislative and regulatory requirements, including:
  - (a) the [Act](#);
  - (b) the [Charitable Fundraising Act 1991 \(NSW\)](#);
  - (c) University By-Laws and Rules; and
  - (d) University policies and procedures.
- (2) The foundation must not engage in commercial activities as defined by the Act and the University's [Guidelines Concerning Commercial Activities](#).
- (3) The foundation must not engage in any activity, or otherwise conduct its affairs in any way which will, or may, endanger:
  - (a) the tax deductible status of gifts to the University; or
  - (b) the income tax exempt status of the University; or
  - (c) any other exemption or concessional treatment in relation to federal or state taxation.

#### **5 Termination of the foundation**

- (1) The relevant delegate may terminate a foundation:
  - (a) of its own motion;
  - (b) on request of the council of the foundation; or
  - (c) on recommendation of the University Officer (Foundations).

- (2) If the foundation is terminated, the relevant delegate will ensure that assets held in relation to it are applied, as far as practicable, for purposes that reflect the foundation's objects and consistently with the terms of applicable grants, gifts and bequests.

## 6 Foundation council

- (1) The foundation must have a council consisting of at least six but no more than eight members, comprising:
  - (a) as *ex officio* members:
    - (i) the University Officer (Foundations);
    - (ii) the Vice-Principal (Advancement);
    - (iii) the dean of the faculty most closely associated with the aims and objectives of the foundation; or in the case of a non-faculty based foundation, the Deputy Vice-Chancellor in charge of the most closely related portfolio; and
    - (iv) the CFO;and
  - (b) at least two, and up to four, other individual University staff members or affiliates as may be appointed by the council, with the approval of the Vice-Principal (Advancement).
- (2) The council is responsible for advising the University Officer (Foundations) about:
  - (a) the performance of the foundation in achieving its objectives;
  - (b) the operation and management of the foundation's activities and resources;
  - (c) strategies for ensuring the financial viability and sustainability of the foundation;
  - (d) foundation budgets (in collaboration with the FSU); and
  - (e) the identification and management of actual or contingent risks associated with its activities, including risks of:
    - (i) adverse financial loss or consequences;
    - (ii) legal liability, including in relation to occupational health and safety and discrimination;
    - (iii) damage to the University's reputation;
    - (iv) impairment of the University's ability to perform its functions; and
    - (v) real or apparent maladministration, corruption or lack of probity.
- (3) Members of the council, other than ex-officio members, should be selected on the basis of their capacity to contribute to the effective working of the foundation in meeting its objectives
- (4) Unless the relevant delegate otherwise agrees:
  - (a) members of the council must be independent of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their judgement in the interests of the University.

- (5) Members of council, other than ex-officio members, may hold office for a maximum of three terms of three years each. After holding office for the maximum time, a council member will cease to hold office and will only be eligible for re-appointment or re-election with the approval of the Vice-Principal (Advancement) on the recommendation of the University Officer (Foundations).
- (6) Ex-officio members will continue as ex-officio members while they hold the office or appointment on which their membership is based.
- (7) All council members may attend council meetings in person and are entitled to vote.
- (8) Council members may each appoint a representative who may attend on their behalf and may vote.
- (9) The Chancellor and the Vice-Chancellor must be sent notice of all meetings of the council.
  - (a) They are each entitled to attend any meeting of the council, but may not vote.
  - (b) They may each appoint a representative to attend on their behalf, who also may not vote.
- (10) The Group Secretary must be sent notice of any council meeting, and provided with the same accompanying documents as council members.
  - (a) The Group Secretary is entitled to attend any meeting of the council, but may not vote.
  - (b) The Group Secretary may appoint a representative to attend on their behalf, who also may not vote.
- (11) The University Officer (Foundations) may invite an observer to attend council meetings.
  - (a) An observer must be sent notice of any council meeting, and provided with the same accompanying documents as the council members.
  - (b) An observer is entitled to attend any meeting but may not vote.
  - (c) An observer may appoint a representative to attend on their behalf, who also may not vote.
- (12) The Vice-Chancellor may remove a member of the council at any time.
  - (a) The Vice-Chancellor must inform the member for the reasons for the removal, but is not required to publish the reasons.
- (13) The council may meet and conduct business even if there are one or more vacancies on the council.
- (14) The council may establish one or more sub-committees, or consultative or advisory committees.
  - (a) Such committees must include at least one council member, but otherwise may include non-council members.
  - (b) The council must determine the name, terms of reference and procedures of any such committee or sub-committee.
- (15) The Vice Chancellor will take note of, but is not bound by, any resolution of the council.

- (16) Council members must not be remunerated for serving in that capacity. A council member may be reimbursed for any reasonable expenses they incur, with the prior consent in writing of the University Officer (Foundations).

## **7 Council meetings**

### **(1) Convening council meetings**

- (a) The council must convene an annual meeting of councillors by a date prescribed by the Vice-Principal (Advancement).
- (b) The council must convene an annual budget meeting on or before a date prescribed by the CFO. At that meeting the council must present the draft budget for the next financial year, prepared in collaboration with the FSU.
- (c) The council may convene other meetings at any time, and must do so in response to a written request from:
  - (i) the Vice-Principal (Advancement); or
  - (ii) at least five council members.
- (d) A council meeting may be held at two or more venues simultaneously using any technology that provides all council members attending a reasonable opportunity to participate.
- (e) The Chair may postpone or cancel any meeting at any time prior to the day of the meeting, but must give notice to all council members.
  - (i) Such a postponement must not exceed 60 days after the meeting date stated in the original notice.
- (f) Notice of a council meeting must be issued to all council members at least 14 clear days before the meeting date and must contain:
  - (i) the time and place of the meeting; and
  - (ii) a description of the general nature of the business to be transacted.
- (g) A resolution of the council will not be invalid because a councillor was not given, or did not receive, notice of the meeting at which the resolution is made.

### **(2) Quorum**

- (a) No business may be transacted at a council meeting unless a quorum is present throughout the meeting.
- (b) A quorum consists of at least four council members of whom at least one is either:
  - (i) the University Officer (Foundations);
  - (ii) the Vice-Principal (Advancement); or
  - (iii) the representative of either of the above.
- (c) None of following may be counted for the purposes of calculating quorum:
  - (i) the Chancellor;
  - (ii) Vice-Chancellor;
  - (iii) Group Secretary;
  - (iv) observer; or

(v) the representative of any of the above.

(d) If a quorum is not present at a meeting within 30 minutes after the time nominated in the notice of meeting, the meeting must be dissolved.

**(3) Chairperson**

(a) The University Officer (Foundations) may appoint a member of the council to act as chairperson of the council. That person is entitled to chair all meetings of the council.

(b) In the absence of the appointed chairperson at a given meeting, those present and entitled to vote will elect a chairperson for the meeting.

(c) Except as provided in these rules the manner in which a council meeting is conducted will be determined by the chairperson of the meeting.

(d) If there is a dispute at a council meeting about a question of procedure, the chairperson of the meeting may determine the question. No vote may be taken by councillors on any such determination.

**(4) Decision making**

(a) A resolution is carried if a majority of the votes cast are in favour of the resolution.

(b) Voting is to be conducted by a show of hands unless a poll is directed by the chairperson of the meeting.

(c) Every council member has one vote on a show of hands and on a poll.

(d) The chairperson of the meeting does not have a casting vote.

(e) The chairperson of the meeting may determine any dispute about the admission or rejection of a vote, and such determination will be final and conclusive.

**(5) Circular resolutions**

(a) The council may pass a resolution by written circular, without a formal meeting, if:

(i) the circular resolution document is sent to all council members who are entitled to vote; and

(ii) a majority of council members entitled to vote on the resolution sign the document containing a statement that they are in favour of the resolution set out in it.

(b) The resolution is passed when the last councillor entitled to vote on it, and sufficient to constitute a majority, signs.

(c) Separate copies of a document may be used for signing by council members provided that the wording of the resolution and statement is identical in each copy.

(d) Any document referred to in this clause may be in the form of a facsimile transmission or electronic notification, including email.

## 8 University Officer (Foundations)

- (1) The University Officer (Foundations) is responsible for:
- (a) exercising delegated authority in accordance with the [Administrative Delegations](#);
  - (b) ensuring that the foundation's conduct is consistent with the University's policies and procedures, including the use of approved University systems;
  - (c) ensuring that any agreement or representation of purpose specified in relation to each fundraising activity is fully complied with;
  - (d) appointing or engaging persons or entities to assist the foundation in its operations, in consultation with the council;
  - (e) ensuring that all funds raised by or through the foundation and monetary gifts are deposited promptly to the credit of the University's bank accounts, as directed by the CFO;
  - (f) working with the FSU to have the foundation's accounts prepared and made out as at the end of the financial year of the University preceding the next annual general meeting of the foundation.

## 9 Financial and reporting obligations

- (1) Prior approval, obtained consistently with the Administrative Delegations and any applicable University policy, is required for any proposed fundraising activity to be conducted by or through the foundation which would or might:
- (a) create legally binding obligations on the University in relation to the application of the monies raised; or
  - (b) constitute a "fundraising appeal" within the meaning of the [Charitable Fundraising Act 1991 \(NSW\)](#).
- (2) All gifts and bequests made to or through the foundation constitute funds or assets of the University.
- (a) Prior approval, obtained consistently with the Administrative Delegations and any applicable University policy, is required:
    - (i) to accept gifts and bequests; and
    - (ii) to carry out any condition attached to them.
  - (b) The University will seek to ensure that gifts are applied in a manner which reflects the wishes of the donor as completely as possible.
- (3) The financial year of the foundation is the same as the financial year of the University.
- (4) The council must provide the University with a record of its sponsorship or partnership activity, in the manner requested by the University from time to time.
- (5) The council is responsible for working with the FSU to ensure that a budget for each ensuing financial year is prepared consistently with the requirements of the CFO.

- (6) The council is responsible for working with FSU to ensure that annual financial statements for the foundation for the financial year most recently completed are:
  - (a) noted by the Council; and
  - (b) provided to the CFO for submission to the Vice-Chancellor within three months of the end of financial year.
- (7) The council is responsible for ensuring that the annual report for the foundation for the financial year most recently completed:
  - (a) describes:
    - (i) the foundation's strategy for achieving its objectives;
    - (ii) progress in achieving its objectives; and
    - (iii) financial performance
  - (b) is approved by the council; and
  - (c) is provided to the CFO in the required format for submission to the Senate within three months of the end of financial year.
- (8) The council is responsible for ensuring that the foundation meets all costs of conducting and maintaining its operations without drawing on, depending on or committing other University income or capital resources, except as approved in writing in advance by the University Officer (Foundations) or the Vice-Principal (Advancement).
- (9) The council must co-operate with any review or audit of the foundation's activities undertaken by or on behalf of the University.

## **10 Notices**

- (1) A notice is deemed to be duly served as follows:
  - (a) on personal delivery;
  - (b) on the third calendar day after posting to the relevant address; or
  - (c) if sent by email, on the first to occur of:
    - (i) when the sender receives an automated message confirming delivery; or;
    - (ii) four hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender received an automated message the email has not been delivered.
- (2) Any signature on a notice may be written, typed or printed.

A notice that is sent by email must state the first and last name of the sender.